

**TRAILER TRAIN  
COMPANY**

101 NORTH WACKER DRIVE · CHICAGO, ILLINOIS 60606  
(312) 853-3223

DIRECT LINE (312) 984-3821

THOMAS D MARION  
TREASURER

June 26, 1990

VIA FEDERAL EXPRESS

Honorable Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
12th & Constitutional Avenue, N.W.  
Room 2303  
Washington, D.C. 20423

RECORDATION NO. 167861 FILED 125 A  
JUN 28 1990 -11 05 PM  
INTERSTATE COMMERCE COMMISSION -179A000

Dear Ms. McGee:

Submitted herewith for filing and recording under 49 U.S.C.  
Section 11303(a) and the regulations promulgated thereunder are  
three (3) fully executed documents as follows:

Manufacturing Agreement Supplement No. 1  
dated as of May 30, 1990, a secondary document  
supplementing the Manufacturing Agreement dated  
as of February 27, 1990.

Parties to this transaction are as follows:

Trailer Train Company (Company)  
101 North Wacker Drive  
Chicago, Illinois 60606

Trinity Industries, Inc. (Manufacturer)  
600 East Ninth Street  
Michigan City, IN 46360

JUN 28 10 54 AM '90  
NOTICE OF FILING UNIT

The general description of the equipment is as follows:

<u>Type</u>	<u>AAR Mechanical Designation</u>	<u>No. of Units</u>	<u>Marked*</u>	<u>Numbered</u>
5-unit, articula- ted, double-stack, container well cars of 125-ton capacity	FC	40	DTTX	74186-74225

\* All units will have marked on each side the following legend,  
"Ownership Subject to a Security Agreement Filed with the Interstate  
Commerce Commission".

Honorable Noreta R. McGee  
June 26, 1990  
Page Two

Enclosed is our check in the amount of \$15.00 to cover filing fees.

Prior recordations pertaining to this Supplement No. 1 being recorded are as follows:

- (1) Manufacturing Agreement dated February 27, 1990, recorded on March 6, 1990, at 10:35 a.m., recordation number 16786.

A short summary of this Manufacturing Agreement Supplement #1 to appear in the Index is as follows:

"Manufacturing Agreement Supplement No. 1 covering 40 five-unit, articulated, double-stack container well cars numbered 74186-74225, inclusive."

Once the filing has been made, please retain one copy and return the remaining stamped counterparts and transmittal letter copy to me via certified mail.

Very truly yours,



TDM/mak  
Enclosures

P.S. Ms. Mildred Lee - As per your previous conversation, please call Jane Congram at 312-984-3841 as soon as this agreement is recorded advising her of the recordation number, date and time. Thank you very much.

**Interstate Commerce Commission**  
Washington, D.C. 20423

6/29/90

OFFICE OF THE SECRETARY

Thomas D. Marion  
Treasurer  
Trailer Train Company  
101 North Wacker Drive  
Chicago, Illinois 60606

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6/28/90 at 11:05<sup>1</sup>am and assigned recordation number(s). 16786-A, 16912 & 16913

Sincerely yours,



Noreta R. McGee  
Secretary

Enclosure(s)

MANUFACTURING AGREEMENT SUPPLEMENT #1, dated as of May 30, 1990, between ~~PULLMAN STANDARD MANUFACTURING~~, TRINITY INDUSTRIES, INC. (the "Manufacturer") and TRAILER TRAIN COMPANY, (the "Company").

The parties hereto have heretofore entered into Manufacturing Agreement dated as of February 27, 1990 provides for the execution and delivery from time to time supplements thereto each substantially in the form hereof for purpose of subjecting to said Manufacturing Agreement additional units of new, standard gauge railroad equipment.

The units of railroad equipment described in Item 1 of Annex A hereto are hereby subjected to said Manufacturing Agreement. The information set forth in Annex A hereto in respect of such units of railroad equipment, and set forth in Items 2, 3, and 4 of said Annex A, is hereby incorporated into Annex A to the Manufacturing Agreement as though originally set forth therein; provided, however, that such information shall apply and refer only to the units of railroad equipment described in Annex A hereto.

IN WITNESS WHEREOF, The parties hereto, each pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by duly authorized officers and their respective corporate seals to be hereunto affixed and duly attested, all as of the day, month and year first above written.

~~PULLMAN STANDARD MANUFACTURING~~  
TRINITY INDUSTRIES, INC.

By:

W.C. Newby

(Corporate Seal)

ATTESTATION:

Neil Q. Shoen  
Assistant Secretary

TRAILER TRAIN COMPANY

By:

Thomas Marion  
Treasurer

(Corporate Seal)

ATTESTATION:

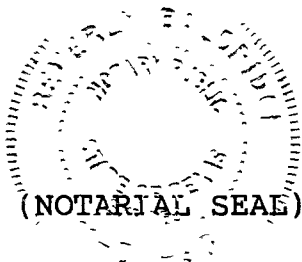
A. J. Barton  
Assistant Secretary

STATE OF TEXAS )

) SS.:

COUNTY OF DALLAS )

On this 19<sup>th</sup> day of June 1990, before me personally appeared W. C. Newby, to me personally known, who, being by me duly sworn, says that he is a Vice President / Sales of TRINITY INDUSTRIES, INC. that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



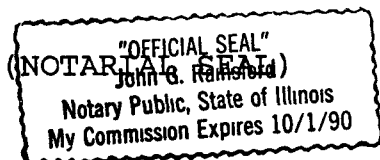
Beverly Baldridge  
Notary Public

STATE OF ILLINOIS )

) SS.:

COUNTY OF COOK )

On this 30<sup>TH</sup> day of MAY, 1990, before me personally appeared Thomas D. Marion, to me personally known, who, being by me duly sworn, says that he is the Treasurer of TRAILER TRAIN COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



John G. Ransford  
Notary Public

ANNEX A  
TO MANUFACTURING AGREEMENT SUPPLEMENT #1

TRINITY INDUSTRIES, INC.  
(Manufacturer)

TRAILER TRAIN COMPANY  
(Company)

Item 1:

<u>Type*</u>	<u>Qty.</u>	<u>Company Car Numbers (Inclusive)</u>	<u>Unit Purchase Price</u>	<u>Total Purchase Price</u>	<u>Month(s) of Delivery</u>	<u>Spec. (Contract Number)</u>
DTTX	40	74186-74225			April-June '90	T-5089-P

Item 2: October 31, 1990

Item 3: To be determined.

Item 4: 600 East Ninth Street, Suite 5  
Michigan City, IN 46360

\* Five-unit articulated well-cars of 125-ton capacity, capable of one 48 ft. or two 20 ft. or 24 ft. containers in all wells, built in accordance with Trailer Train specification number 68-43-011586 dated January 15, 1989, revised October 20, 1989, and Supplemental Specification 68-43-032288, dated March 2, 1988. Trinity Specification No. PSM-1148-125, dated February 20, 1989, revised by addendum #3 March 15, 1989.